

Jonathan L. Flaxer (JF 7096)
GOLENBOCK, EISEMAN, ASSOR & BELL
Counsel to Debtors and Debtors-in-Possession
437 Madison Avenue
New York, New York 10022
212-907-7300

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re: : Chapter 11
: Case Nos. 00-B-41065 (SMB)
RANDALL'S ISLAND FAMILY GOLF : through 00-B-41196 (SMB)
CENTERS, INC., et al., :
: (Jointly Administered)
Debtors. :
-----X

**ORDER PURSUANT TO SECTION 363 AND 365 OF THE BANKRUPTCY CODE AND
BANKRUPTCY RULES 6004 AND 6006 APPROVING AND AUTHORIZING THE
ASSUMPTION, ASSIGNMENT AND SALE OF NON-RESIDENTIAL REAL PROPERTY
LEASE TO THE PURCHASER FREE AND CLEAR OF LIENS, CLAIMS,
ENCUMBRANCES AND INTERESTS**

Upon the motion (the “Motion”) of the above-captioned debtors and debtors-in-possession (the “Debtors”), including Skatenation of Piney Orchard, L.L.C. (“Seller”) for an order, pursuant to sections 105(a), 363(b) and (f), 365 and 1146(c) of title 11 of the United States Code (the “Bankruptcy Code”) and Rules 2002 and 6004 and 6006 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) approving and authorizing (i) the assumption, assignment and sale to OR Investment Group, LLC (the “Purchaser”) pursuant to an Agreement of Sale between Purchaser and Seller, annexed to the Motion (the “Contract”), of a certain lease (the “Lease”) of non-residential real property with Anne Arundel County, Maryland (the “Landlord”), as described in the Motion, (ii) the assumption, assignment and sale to Purchaser of (x) the sublease with Washington Hockey Limited Partnership, as described in

the Motion (the “Sublease”), and (y) the Contracts and the Licenses and Permits, as defined in and described in the Motion, (iii) the sale of the Personal Property, as defined in the Motion to Purchaser; (iv) such sales and assignments of free and clear of liens, claims, encumbrances and interests (collectively “Encumbrances”) and exempt from any stamp, transfer, recording or similar tax; and upon the Order of this Court dated January 26, 2001 (the “Order”) *inter alia*, (i) authorizing an auction of the assumption, assignment and sale of the Lease, Sublease, Licenses and Permits, Contracts and Personal Property (collectively, the “Property”) to take place on February 14, 2001 (the “Auction”); (ii) approving the terms and conditions of the auction, including bidding procedures related thereto (the “Bidding Procedures”); (iii) fixing February 14, 2001 as the date for a hearing to approve the assumption, assignment and sale of the Property; and (iv) fixing the manner of notice of the hearing on the Motion (the “Hearing”);

And it appearing that the Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and that this is a core proceeding pursuant to 28 U.S.C. § 157 (b)(2)(A), (M) and (O);

And it appearing that good and sufficient notice of the Motion has been given in accordance with the Motion.

NOW, THEREFORE, the Court hereby finds as follows:

- A. No bids for the Property were made at the Hearing;
- B. The assumption, assignment and sale of the Property to the Purchaser on the terms set forth in the Contract is in the best interests of the Debtors, their estates and their creditors, and the Debtors have articulated good and sufficient business justification to transfer the Property to the Purchaser on the terms set forth in the Contract.

C. The price to be paid by the Purchaser pursuant to the Contract represents the highest and best offer for the Property.

D. The Bidding Procedures afforded a full and fair opportunity for any entity to make a higher and better offer to purchase the Property.

E. A reasonable opportunity to object or be heard regarding the relief requested in the Motion has been afforded to all interested persons and entities, and parties, if any, who are known to claim interests or liens upon the Property.

F. No objections to the Motion have been filed.

G. The Purchaser executed the Contract in good faith and at arm's length. The Purchaser is entitled to the protections of a good faith purchaser pursuant to section 363(m) of the Bankruptcy Code with respect to the transaction approved hereby.

H. The Property may be sold pursuant to section 363(f) of the Bankruptcy Code, free and clear of any Encumbrance upon the Property.

I. The transfer of the Property is necessary to the Debtors' liquidation efforts and will be integral to any chapter 11 plan proposed by the Debtors in these cases, and is deemed reasonably necessary to the consummation of any chapter 11 plan(s) pursuant to section 1146(c) of the Bankruptcy Code.

ACCORDINGLY, after due deliberation, and sufficient cause appearing therefor, it is hereby

ORDERED that the Motion is granted to the extent provided below; and it is further

ORDERED that any objections to the transfer of the Property that have not been withdrawn, waived or settled, and all reservations of rights therein, are overruled on the merits, except as specifically set forth below; and it is further

ORDERED that the terms and conditions of the Contract are hereby approved, and the assumption and assignment of the Lease, Sublease, Licenses and Permits and Contracts under section 365 of the Bankruptcy Code, and the transfer of the Personal Property under sections 363(b) and (f) of the Bankruptcy Code, is hereby authorized; and it is further

ORDERED that the Debtors are authorized to execute and deliver, and empowered to fully perform under, consummate and implement, the Contract, together with all additional instruments and documents that may be reasonably necessary or desirable to implement the Contract; and it is further

ORDERED that pursuant to section 363(f) of the Bankruptcy Code and Bankruptcy Rule 6004(c), the Debtors are authorized to transfer the Property free and clear of all Encumbrances, except for Permitted Exceptions, as defined in the Contract, with all such Encumbrances to attach to the proceeds of such transfer in the order of their priority, with the same validity, force and effect which they now have as against the Property; and it is further

ORDERED that except as may be expressly permitted by the Contract, all persons and entities holding Encumbrances of any kind and nature with respect to the Property are hereby barred from asserting Encumbrances against the Purchaser, its successors or assigns, or the Property; and it is further

ORDERED that if any person or entity that has filed financing statements or other documents or agreements evidencing Encumbrances on the Property shall not have delivered to the Debtors prior to the Closing (in proper form for filing and executed by the appropriate parties), termination statements,

instruments of satisfaction, releases of all Encumbrances that the person or entity has with respect to such Property, the Purchaser hereby is authorized to execute and file such statements, instruments, releases and other documents on behalf of the person or entity with respect to such Property. The foregoing notwithstanding, the provision of this Order authorizing the transfer of the Property free and clear of Encumbrances shall be self-executing, and notwithstanding the failure of the Debtors, the Purchaser or any other party to execute, file or obtain releases, termination statements, assignments, consents or other instruments to effectuate, consummate and/or implement the provisions hereof, all Encumbrances on such Property shall be deemed released; and it is further

ORDERED that this Order shall be binding upon and govern the acts of all entities, including without limitation, all filing agents, filing officers, title agents, title companies, recorders of mortgages, recorders of deeds, registrars of deeds, administrative agencies, governmental departments, secretaries of state, federal, state and local officials, and all other persons or entities who may be required by operation of law, the duties of their office or contract to accept, file, register or otherwise record or release any documents or instruments, or who may be required to report to or insure title or state of title in or to any of the Property. Each and every federal, state and local governmental agency or department is hereby directed to accept any and all documents and instruments necessary and appropriate to consummate the transactions contemplated by the Contract, including without limitation, documents and instruments for recording in any governmental agency or department required to transfer to the Purchaser any and all licenses under the Debtors' ownership necessary for the operation associated with the Property, and county and state offices wherein termination statements under the Uniform Commercial Code are authorized to be filed; and it is further

ORDERED that the Purchaser shall be entitled to the protections of section 363(m) of the Bankruptcy Code; and it is further

ORDERED that this Court retains jurisdiction (i) to enforce and implement the terms and provisions of the Contract, (ii) to resolve any disputes arising under or related to the Contract and (iii) to interpret, implement and enforce the provisions of this Order; and it is further

ORDERED that the Contract and any related agreements, documents or other instruments may be modified, amended or supplemented by the parties thereto in accordance with the terms that any such modification, amendment or supplement is not material and adverse to the Debtors or any other party affected thereby; and it is further

ORDERED that, subject to consummation of the transaction contemplated by the Contract, the Debtors are authorized to pay a commission to Keen Realty Consultants, Inc. (“Keen”) in the amount of \$5,000, (the “Fee”) incurred in connection with the transfer of the Property in accordance with the agreement between Keen and the Debtors, as approved by this Court on February 7, 2001; and it is further

ORDERED that, except as otherwise provided herein, all proceeds of the transfer of the Property shall be deposited into a segregated, interest-bearing account (the “Account”) of the Debtors and be held therein until further order of this Court upon written notice to the Debtors, the Official Committee of Unsecured Creditors and it is further

ORDERED that the transfer of the Property shall be, and hereby is, deemed exempt from state and local transfer taxes pursuant to section 1146(c) of the Bankruptcy Code or otherwise, and the

recordation of any and all instruments to evidence the transfer shall not be subject to transfer,
recordation, stamp or similar tax, provided that a chapter 11 plan is confirmed; and it is further

ORDERED that any sums necessary to pay the items referred to in the preceding decretal
paragraph shall be placed into escrow with the title company pending confirmation of a plan or further
order of this Court; and it is further

ORDERED that in accordance with Bankruptcy Rule 6006(d), this Order shall be effective and
enforceable immediately upon entry; and it is further

Dated: New York, New York
February **22**, 2001

/s/ **STUART M. BERNSTEIN**
UNITED STATES BANKRUPTCY JUDGE